

BB&T CORPORATION
EIN: 56-0939887
Attachment to IRS Form 8937

PART I: REPORTING ISSUER

As further described below, National Penn Bancshares Inc., a Pennsylvania corporation (“National Penn”) merged with and into BB&T Corporation, a North Carolina corporation (“BB&T”). Stockholders of National Penn received cash, shares of BB&T common stock or a combination thereof in exchange for their shares of National Penn common stock in the Merger (as defined below).

PART II: ORGANIZATIONAL ACTION

CONSULT YOUR TAX ADVISOR

The information contained herein is being provided pursuant to the requirements of Section 6045B of the Internal Revenue Code of 1986, as amended (the “Code”), and includes a general summary regarding the application of certain U.S. federal income tax laws and regulations relating to the effects of the Merger (as defined below) on the tax basis of BB&T stock received in the Merger in exchange for National Penn stock. The information contained herein does not constitute tax advice and does not purport to be complete or to describe the consequences that may apply to particular categories of stockholders. BB&T does not provide tax advice to its stockholders. The example provided below is illustrative and is being provided pursuant to Section 6045B of the Code and as a convenience to stockholders and their tax advisors when establishing their specific tax position. You are urged to consult your own tax advisor regarding the particular consequences of the Merger to you, including the applicability and effect of all U.S. federal, state and local and foreign tax laws. You also are urged to read the Proxy Statement/Prospectus of BB&T and National Penn on Form 424(B)(3), dated October 23, 2015 (Registration No. 333-207147), noting especially the discussion on pages 98-101 under “Material United States Federal Income Tax Consequences.” You may access the Proxy Statement/Prospectus at www.sec.gov.

Item 14. Description of Organizational Action:

Pursuant to the terms of the Agreement and Plan of Merger, dated as of August 17, 2015, (the “Agreement”), by and between National Penn and BB&T, National Penn merged with and into BB&T (the “Merger”), subject to the terms and conditions set forth in the Agreement, with BB&T surviving. Pursuant to the terms of the Agreement, Stockholders of National Penn had the right to make an election to receive, with respect to each share of National Penn common stock issued and outstanding, (x) 0.3206 shares of BB&T common stock, \$5.00 par value per share (the “Stock Consideration”, and National Penn shares exchanged therefor, the “Stock Elec-

tion Shares”), or (y) \$13.00 in cash (the “Cash Consideration,” and National Penn shares exchanged therefor, the “Cash Election Shares”). The Cash Consideration together with the Stock Consideration, including the value of any cash in lieu of fractional shares, is referred to herein as the “Merger Consideration”. For each share of National Penn Common Stock for which an election was not made (the “Non-Election Shares”), the Stockholder was entitled to receive a combination of cash and BB&T common stock such that the Cash Conversion Number, defined below, was maintained. The total number of shares of National Penn Common Stock entitled to receive the cash consideration was equal to the product of (i) .3 and (ii) the total number of shares of National Penn Common Stock issued and outstanding immediately prior to the effective time of the Merger (the “Cash Conversion Number”). All other shares of National Penn Common Stock were to be converted into the right to receive the Stock Consideration. If the aggregate number of shares of National Penn Common Stock with respect to which a Cash Election was made (the “Cash Election Number”) exceeded the Cash Conversion Number, then all Stock Election Shares and all Non-Election Shares were to be converted in to the right to receive the Stock Consideration, and the Cash Election Shares were to be converted into the right to receive a combination of cash and BB&T common stock, such that the Cash Conversion Number is maintained. If the Cash Election Number was less than the Cash Conversion Number, then all Cash Election Shares were to be converted into the right to receive the Cash Consideration and the Non-Election Shares and Stock Election Shares were to be converted into the right to receive cash, BB&T shares or some combination thereof, in order to best fulfill the election with respect to the Stock Election Shares and to maintain the Cash Conversion Number.

In addition, pursuant to the terms of the Agreement, each Stockholder of National Penn had the right to make an election (a “Mixed Election”) to specify (i) the number of shares of National Penn Common Stock with respect to which such Stockholder desired to make a Stock Election, and (ii) the remainder being a number of shares of National Penn Common Stock with respect to which such Stockholder desired to make a Cash Election. If a Stockholder of National Penn made a Mixed Election with respect to different lots of National Penn Common Stock, then the rules discussed herein should be applied separately to each lot.

Holders of National Penn Restricted Stock Awards, National Penn Restricted Stock Unit Awards and Settled Deferred Stock Unit Awards generally are also able to make the elections discussed above. However, the tax treatment of such holders in connection with the Merger differ from those discussed herein. Holders of National Penn Restricted Stock Awards, National Penn Restricted Stock Unit Awards and Settled Deferred Stock Unit Awards should consult their own tax advisors regarding the tax treatment to them of the receipt of consideration in connection with the Merger.

Pursuant to the transactions, the Cash Election Shares elected to receive greater than the Cash Conversion Number. As a result, the Stock Election Shares and the Non-Election Shares were converted into the right to receive only the Stock Consideration and the Cash Election Shares were converted into a right to receive a combination of cash and BB&T common stock.

BB&T did not issue any fractional shares of BB&T common stock in the Merger. National Penn stockholders who would otherwise have been entitled to a fractional share of BB&T common stock upon the completion of the Merger instead received an amount in cash (rounded to the

nearest cent) determined by multiplying (i) the average of the closing prices of BB&T common stock on the NYSE for the five (5) full trading days from March 24, 2016 to March 31, 2016, inclusive, by (ii) the fraction of a share (rounded to the nearest thousandth when expressed in decimal form) of BB&T common stock that such holder would otherwise have been entitled to receive.

Item 15. Description of the Quantitative Effect of the Organizational Action:

The receipt by a National Penn stockholder of BB&T common stock, cash or a combination thereof in exchange for National Penn common stock in the Merger affects such stockholder's tax basis. Generally, the aggregate tax basis of BB&T common stock received by a National Penn stockholder that exchanges its shares of National Penn common stock for a portion of the Merger Consideration will be equal to the aggregate adjusted tax basis of the shares of National Penn common stock surrendered, reduced by the amount of cash received by the National Penn stockholder pursuant to the Merger (excluding any cash received in lieu of a fractional share of BB&T common stock) and increased by the amount of any gain (excluding any gain or loss resulting from the deemed receipt and redemption of fractional shares), if any, recognized by the National Penn stockholder on the exchange. The amount of gain recognized is *the lesser of* (A) the amount of gain realized (i.e., the excess of the sum of the amount of cash and the fair market value of the BB&T common stock received pursuant to the Merger over the stockholder's aggregate tax basis in the shares of National Penn common stock surrendered) and (B) the amount of cash received pursuant to the Merger (excluding any cash received in lieu of a fractional share of BB&T common stock).

The receipt by a National Penn stockholder of cash in lieu of fractional shares of BB&T common stock will be treated as if the fractional shares had been distributed to the National Penn stockholders in connection with the Merger and then had been sold for cash in a taxable transaction. Gain or loss will be recognized based on the difference between the amount of cash received in lieu of the fractional share and the portion of the stockholder's aggregate adjusted tax basis of the shares of National Penn common stock surrendered that is allocable to the fractional share. The gain or loss generally will be long-term capital gain or loss if the holding period of such shares of National Penn common stock is more than one year at the effective time of the Merger. The deductibility of capital losses is subject to limitations. See the Proxy Statement/Prospectus of BB&T and National Penn on Form 424(B)(3), dated October 23, 2015 (Registration No. 333-207147) for more information.

Fair market value generally is the price at which property would change hands between a willing buyer and a willing seller, neither being under any compulsion to buy or to sell and both having reasonable knowledge of the facts. U.S. federal income tax law does not specifically prescribe how you should determine the fair market values of the BB&T common stock and the National Penn common stock for purposes of allocating your tax basis. You should consult your tax advisor to determine what measure of fair market value is appropriate.

There are several possible methods for determining the fair market values of BB&T common stock and National Penn common stock. One possible approach is to utilize the New York Stock

Exchange market closing price on April 1, 2016 for BB&T common stock (\$33.51 per share), and the NASDAQ market closing price on April 1, 2016 for National Penn common stock (\$10.72 per share) as an indication of the fair market value. Other approaches to determine fair market value may also be possible. You are not bound by the approach illustrated above and may, in consultation with your tax advisor, use another approach in determining fair market values for BB&T common stock and National Penn common stock.

Item 16. Description of the Calculation of the Change in Basis:

The following is an example of how the tax rules including the basis determination would be applied:

National Penn Shareholder Only Receiving BB&T Common Stock

Shares of National Penn common stock owned: 1000

National Penn stockholder's aggregate adjusted tax basis: \$10,000.00 (assumed to be \$10 per share)

Whole shares of BB&T common stock received in the Merger (1000 shares of National Penn common stock multiplied by the ratio of 0.3206 and rounding down the product thereof): 320

Number of fractional shares of BB&T common stock for which cash is paid: 0.6

FMV per share of BB&T shares received: \$33.51

FMV of the Stock Consideration received (i.e., BB&T shares received in exchange for National Penn, including fractional shares of BB&T common stock deemed received) (\$33.51 per share of BB&T multiplied by 320.6 shares of BB&T common stock): \$10,743.31

Total Merger Consideration received (\$10,743.31 in FMV of Stock Consideration): \$10,743.31

Realized gain (\$10,743.31 total Merger Consideration received minus \$10,000.00 aggregate tax basis): \$743.31

Recognized gain (determined as lesser of realized gain or cash received, not including cash in lieu of fractional shares): \$0

Aggregate tax basis of BB&T common stock received (including fractional shares deemed received) (\$10,000.00 aggregate tax basis in National Penn shares minus \$0 cash received): \$10,000.00

Tax basis per share of BB&T common stock received (including fractional shares deemed received) (\$10,000.00 aggregate basis divided by 320.6): \$31.19 (or, more precisely, \$31.1915 per share)

Aggregate tax basis in whole shares of BB&T common stock received in the Merger (320 x \$31.1915): \$9981.28

Tax basis in fractional share deemed sold (0.6 shares multiplied by \$31.1915 per share): \$18.71

Cash received in deemed sale of fractional share (0.6 shares multiplied by \$33.47 per share): \$20.08

Gain realized on fractional share deemed sold (\$20.08 value minus \$18.71 tax basis): \$1.37

National Penn Shareholder Receiving Cash and BB&T Common Stock

Shares of National Penn common stock owned: 1000

Assumed that election results in 60.41509% of National Penn shares exchanged for BB&T common stock and 39.58491% of National Penn shares exchanged for cash.

National Penn stockholder's aggregate adjusted tax basis: \$10,000.00 (assumed to be \$10 per share)

Cash Consideration received in exchange for BB&T common stock pursuant to the Merger (396 shares of National Penn common stock (39.58491% of 1000 shares, rounded to the nearest share) multiplied by \$13.00 in cash per share): \$5,148.00

Whole shares of BB&T common stock received in the Merger (604 shares of National Penn Stock common stock (1000 shares less 396 shares for which Cash Consideration was received) exchanged for BB&T common stock multiplied by the ratio of 0.3206 and rounding down the product thereof): 193

Number of fractional shares of BB&T common stock for which cash is paid: 0.6424

FMV per share of BB&T shares received: \$33.51

FMV of the Stock Consideration received (i.e., BB&T shares received in exchange for National Penn shares, including fractional shares of BB&T common stock deemed received) (\$33.51 per share of BB&T multiplied by 193.6424 shares of BB&T common stock): \$6,488.96

Total Merger Consideration received (\$5,148.00 in Cash Consideration plus \$6,488.96 in FMV of Stock Consideration): \$11,636.96

Realized gain (\$11,636.96 total Merger Consideration received minus \$10,000.00 aggregate tax basis): \$1,636.96

Recognized gain (determined as lesser of realized gain or cash received): \$1,636.96

Aggregate tax basis of BB&T common stock received (including fractional shares deemed received) (\$10,000.00 aggregate tax basis in National Penn shares minus \$5,148.00 cash received (i.e., excluding cash received in lieu of a fractional share of BB&T common stock) plus \$1,636.96 recognized gain): \$6,488.96

Tax basis per share of BB&T common stock received (including fractional shares deemed received) (\$6,488.96 aggregate basis divided by 193.6424): \$33.51

Aggregate tax basis in whole shares of BB&T common stock received in the Merger (193 x \$33.51): \$6,467.43

Tax basis in fractional share deemed sold (0.6424 shares multiplied by \$33.51 per share): \$21.53

Cash received in deemed sale of fractional share (0.6424 shares multiplied by \$33.47 per share): \$21.50

Gain/(Loss) realized on fractional share deemed sold (\$21.50 value minus \$21.53 basis): \$(.03)

Items 17 & 18. List of Applicable Internal Revenue Code Sections and Subsections:

The Merger is intended to qualify as a “reorganization” within the meaning of Section 368(a) of the Code. In general, the federal income tax consequences to the former National Penn stockholders are determined under Sections 356, 358 and 1221. National Penn stockholders will generally recognize gain (but not loss), pursuant to Section 356 of the Code, in an amount equal to the lesser of (1) the amount of gain realized (i.e., the excess of the sum of the amount of cash and fair market value of the BB&T common stock received pursuant to the Merger over the National Penn stockholder’s adjusted basis in its shares of National Penn common stock surrendered, as determined pursuant to Sections 1001 and 1011 of the Code) and (2) the amount of cash received pursuant to the Merger (excluding any cash received in lieu of a fractional share of BB&T common stock).

Item 19. Other Information:

The Merger and resulting stock exchange became effective on April 1, 2016. For a National Penn stockholder whose taxable year is the calendar year, the reportable tax year is 2016.